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McCullough	Randy N										
Form 4	210										
August 27, 20	Л							~~~~~~~~~		PPROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this if no long	or			~~~~		~			Expires:	January 31 2005	
subject to Section 16 Form 4 or	F CHANGES IN BENEFICIAL OW SECURITIES						Estimated burden hou response	average urs per			
Form 5 obligation may conti <i>See</i> Instru 1(b).	$\frac{1}{1}$ Section 17	7(a) of the		ility Hold	ing Com	pany	Act c	ge Act of 1934, of 1935 or Sectio 40	on		
(Print or Type R	esponses)										
McCullough Randy N Symbol								5. Relationship of Reporting Person(s) to Issuer			
	CHARLES & COLVARD LTD [CTHR]					(Check all applicable)					
(Last) (First) (Middle) 3. Date of 1 (Month/Da			Earliest Transaction ay/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below)				
				08/23/2012				below) below) President & CEO			
				ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
MORRISVI	LLE, NC 2756	0						Form filed by Person	More than One R	leporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ities Ac	quired, Disposed o	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, 1 any (Month/Day/Year)		on Date, if	CodeDisposed of (D)ar)(Instr. 8)(Instr. 3, 4 and 5)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	08/23/2012			Р	500	А	\$ 3.6	190,500	D		
Common Stock								25,000	I	By Diamond Fire LTD (1)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
McCullough Randy N C/O CHARLES & COLVARD 300 PERIMETER PARK STE A MORRISVILLE, NC 27560	Х		President & CEO					
Signatures								
/s/ Timothy Krist, Attorney-In-Fact	08/27	/2012						
**Signature of Reporting Person	Dat	e						
Explanation of Responses:								

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Randy McCullough is a limited partner in this family limited partnership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.